

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO 27474-B FILED

AUG 25 '08

1-05 PM

SURFACE TRANSPORTATION BOARD

The Greenbrier Companies, Inc.  
One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

August 20, 2008

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 2 dated April 8, 2008, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to Schedule No. 1 dated January 1, 2008 to that certain Lease Agreement dated as of January 1, 2008, which was duly filed and recorded on April 23, 2008 and assigned Recordation Number 27474.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

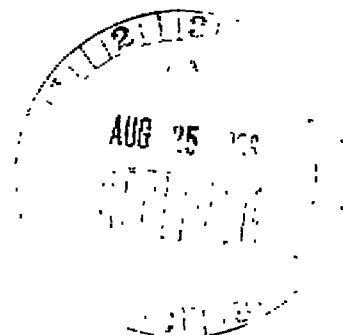
Lessee: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is:

Thirty-nine (39) used 52-foot mill gondola cars, bearing reporting marks and numbers as follows: AOK 101 through AOK 139, inclusive.

Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.



Ms. Anne K. Quinlan  
August 21, 2008  
Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 2 dated as of April 8, 2008 to Lease Agreement dated January 1, 2008 between Greenbrier Leasing Company LLC, Lessor, and CSX Transportation, Inc., Lessee.

Sincerely,

Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

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***MEMORANDUM OF LEASE AGREEMENT***  
***BETWEEN***  
***GREENBRIER LEASING COMPANY LLC ("LESSOR")***  
***AND***  
***CSX TRANSPORTATION, INC. ("LESSEE")***  
***JANUARY 1, 2008***  
***SCHEDULE NO. 2***  
***APRIL 8, 2008***

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Memorandum of Lease for Schedule No. 2 dated January 1, 2008 to a Lease Agreement made and entered into as of January 1, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and CSX Transportation, Inc., a Virginia corporation ("Lessee")

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-nine (39) used 52-foot mill gondola cars, bearing reporting marks and numbers AOK 101 through AOK 139, inclusive
2. Schedule No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Schedule No. 2, as the same may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

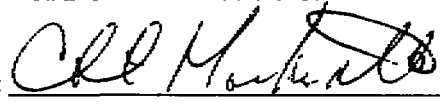
BY: 

NAME: James T. Sharp

TITLE: ~~Vice~~ President

LESSEE:

CSX TRANSPORTATION, INC.

BY: 

NAME: Christine Mastromatteo

TITLE: Mgr Leasing and Treasury

STATE OF OREGON

COUNTY OF CLACKAMAS

On this 14th day of August, 2008, before me personally appeared James T. Sharp to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Janet E. Germer  
NOTARY PUBLIC  
My commission expires: 5/22/2010

STATE OF FLORIDA

COUNTY OF Duval

On this 1 day of August, 2008, before me personally appeared Christine Mastromatteo to me personally known, who being by me duly sworn, says that s/he is the Manager Leasing & Treasury of CSX Transportation, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Florence J. Miller  
NOTARY PUBLIC  
My commission expires: FLORENCE J. MILLER  
MY COMMISSION # DD581228  
EXPIRES Aug 3, 2010  
407) 398-0153 Florida Notary Service.com

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